

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:

BH S&B HOLDINGS LLC, et al.,

Debtors.

: Chapter 11

: Case No.: 08-14604 (MG)

: Jointly Administered

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**ORDER GRANTING AUTHORITY
TO LIMIT NOTICE AND TO ESTABLISH NOTICE PROCEDURES**

Upon consideration of the motion (the “Motion”) of the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) for an order granting them the authority to limit notice and to establish notice procedures; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and the Court having found that good and sufficient cause exists for granting the Motion; and upon consideration of the Affidavit of Richard A. Sabastiao in Support of First-Day Motions; and upon the record of these Chapter 11 cases and any hearings held to consider the Motion; and it appearing that the relief requested in the Motion is appropriate in the context of these cases, is necessary to ensure efficient administration of these cases, and in the best interests of the Debtors and their respective estates, their creditors, and all other parties-in-interest; and it appearing that notice of the Motion was adequate and proper under the circumstances of these cases, and it appearing that no other or further notice need be given; it is hereby

ORDERED that the Motion is granted as set forth herein; and it is further

ORDERED that the Debtors are authorized to limit notice of all matters governed

by Bankruptcy Rule 2002 to the following parties (collectively, the “Master Service List”):

- (a) the Office of the United States Trustee;
- (b) the Debtors;
- (c) counsel to the Debtors;
- (d) counsel to the Debtors’ proposed post-petition agent and lender;
- (e) the Debtors’ secured creditors;
- (f) counsel to the Debtors in the Steve & Barry’s Bankruptcy Cases;
- (g) the 30 largest unsecured non-insider creditors of the Debtors on a consolidated basis;
- (h) any party whose interests are directly affected by a specific pleading;
- (i) any party that has formally appeared and requested service of papers in these proceedings pursuant to Bankruptcy Rule 2002; and
- (j) any government agency required to be served by the Bankruptcy Code, the Bankruptcy Rules, and/or the local rules of this Court (the “Local Rules”),

except for the following matters:

- (i) notice of commencement of these cases;
- (ii) notice of the first meeting of creditors pursuant to Bankruptcy Code § 341;
- (iii) notice of any deadline for filing proofs of claim pursuant to Bankruptcy Rule 3003;
- (iv) notice of any deadline to object to a disclosure statement or plan of reorganization;
- (v) notice of any hearing to consider approval of a disclosure statement;
- (vi) notice of a hearing to consider confirmation of a plan of reorganization; and
- (vii) notice of a proposed sale of all or substantially all of the Debtors’

assets.;

and it is further

ORDERED that the Debtors shall periodically (and in no event less frequently than monthly) update the Master Service List to include those persons or parties who have made a written request to be included on the Master Service List and shall file such updated lists with the Court; and it is further

ORDERED that the Debtors or their agents may, in their discretion, other than with respect to the Office of the United States Trustee, serve any pleadings or papers by e-mail upon any service party for which they have e-mail contact information; and it is further

ORDERED that the Debtors or their agents shall promptly submit to the Court either an affidavit of service or certificate of service, including a list of all parties receiving notice, upon the completion of any noticing; and it is further

ORDERED that the Debtors are authorized and empowered to take any necessary actions to implement and effectuate the terms of this Order; and it is further

ORDERED that, pursuant to Local Rule 9013-1(b), the requirement that the Debtors file a separate memorandum of law in support of the Motion is waived; and it is further

ORDERED that this Court shall retain jurisdiction over all matters arising from or related to the interpretation and implementation of this Order.

Dated: New York, New York
November 21, 2008

/s/ Martin Glenn
UNITED STATES BANKRUPTCY JUDGE